

Fill in this information to identify the case:

United States Bankruptcy Court for the:

Northern District of Iowa
(State)

Case number (if known): Chapter 11

☐ Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

06/22

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Mercy Services Iowa City, Inc.

2. All other names debtor used in the last 8 years See Rider 2

Include any assumed names, trade names, and *doing business* as names

3. Debtor's federal Employer Identification Number (EIN) 4 2 - 1 2 4 1 0 4 4

4. Debtor's address

Principal place of business

500 E. Market Street

Number Street

Iowa City IA 52245

City State ZIP Code

Johnson County

County

Mailing address, if different from principal place of business

Number Street

P.O. Box

City State ZIP Code

Location of principal assets, if different from principal place of business

Number Street

City State ZIP Code

5. Debtor's website (URL) https://www.mercyiowacity.org

Debtor Mercy Services Iowa City, Inc. Case number (if known) _____
Name

6. Type of debtor

- ☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
☐ Partnership (excluding LLP)
☐ Other. Specify: _____

7. Describe debtor's business

A. Check one:

- ☒ Health Care Business (as defined in 11 U.S.C. § 101(27A))
☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
☐ Railroad (as defined in 11 U.S.C. § 101(44))
☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
☐ None of the above

B. Check all that apply:

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

6 2 2 1

8. Under which chapter of the Bankruptcy Code is the debtor filing?

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

Check one:

- ☐ Chapter 7
☐ Chapter 9

☒ Chapter 11. *Check all that apply:*

- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$3,024,725. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, **and it chooses to proceed under Subchapter V of Chapter 11.** If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

- ☐ Chapter 12

Debtor Mercy Services Iowa City, Inc. Case number (if known) _____
Name

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

☒ No

☐ Yes. District _____ When _____ Case number _____
MM / DD / YYYY

If more than 2 cases, attach a separate list.

District _____ When _____ Case number _____
MM / DD / YYYY

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

☐ No

☒ Yes. Debtor See Rider 1 Relationship Affiliate

District Northern District of Iowa When _____

List all cases. If more than 1, attach a separate list.

MM / DD / YYYY

Case number, if known _____

11. Why is the case filed in this district?

Check all that apply:

☐ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.

☒ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

☒ No

☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

☐ It needs to be physically secured or protected from the weather.

☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

☐ Other _____

Where is the property?

Number _____ Street _____

City _____ State ZIP Code _____

Is the property insured?

☐ No

☐ Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information

Debtor Mercy Services Iowa City, Inc.
Name

Case number (if known) _____

13. Debtor's estimation of available funds

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors *

- | | | |
|----------------------------------|---|--|
| <input type="checkbox"/> 1-49 | <input checked="" type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |

15. Estimated assets *

- | | | |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input checked="" type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

16. Estimated liabilities *

- | | | |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input checked="" type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 08/07/2023
MM / DD / YYYY

x Mark E. Toney
Signature of authorized representative of debtor

Mark E. Toney

Printed name

Title Chief Restructuring Officer

* Please note that this information is being provided on a consolidated basis.

Debtor Mercy Services Iowa City, Inc.

Name

Case number (if known)

18. Signature of attorney

X


Signature of attorney for debtor

Date

08/07/2023
MM / DD / YYYY

Roy Leaf

Printed name

Nyemaster Goode, P.C.

Firm name

625 First Street SE, Suite 400

Number

Street

Cedar Rapids

City

(319) 286-7002

Contact phone

IA

52401

State

ZIP Code

rleaf@nyemaster.com

Email address

AT0014486

IA

Bar number

State

Rider 1

**Pending Bankruptcy Cases Filed by the Debtor and
Certain Affiliates and Subsidiaries of the Debtor**

On the date hereof, each of the entities listed below (collectively, the “Debtors”) filed a petition in the United States Bankruptcy Court for the Northern District of Iowa for relief under chapter 11 of title 11 of the United States Code. The Debtors have moved for joint administration of these cases for procedural purposes only under the case number assigned to the chapter 11 case of Mercy Hospital, Iowa City, Iowa.

Debtor Name	EIN Number
<i>U.S. Debtors</i>	
Mercy Iowa City ACO, LLC	47-2969472
Mercy Hospital, Iowa City, Iowa	42-0680391
Mercy Services Iowa City, Inc.	42-1241044

Rider 2

All Other Names Used by Mercy Services Iowa City, Inc. in the Last 8 Years

1. Corridor OB GYN
2. Mercy Behavioral Health
3. Mercy Behavioral Health-Plaza
4. Mercy Clinics
5. Mercy Convenient Care
6. Mercy Family Medicine
7. Mercy Family Medicine of Coralville
8. Mercy Family Medicine of Iowa City
9. Mercy Family Medicine of Kalona
10. Mercy Family Medicine of Muscatine
11. Mercy Family Medicine of Solon
12. Mercy Family Medicine of Tipton
13. Mercy Family Medicine of West Branch
14. Mercy Family Medicine of West Liberty
15. Mercy Family Medicine of Williamsburg
16. Mercy Internal Medicine
17. Mercy Internal Medicine of Coralville
18. Mercy Iowa City Internal Medicine
19. Mercy Occupational Medicine
20. Mercy Occupational Medicine of Coralville
21. Mercy Pediatric Clinic
22. Mercy Services
23. Mercy Services Iowa City
24. Mercy Specialty Clinics
25. Mercy Specialty Clinics, Cardiac Surgery
26. Mercy Specialty Clinics, Cardiothoracic Surgery
27. Mercy Specialty Clinics, Gastroenterology
28. Mercy Specialty Clinics, General and Bariatric Surgery
29. Mercy Specialty Clinics, General Surgery
30. Mercy Specialty Clinics, Medical Oncology
31. Mercy Specialty Clinics, Neurology
32. Mercy Specialty Clinics, Psychiatry
33. Mercy Specialty Clinics, Pulmonary and Sleep Medicine
34. Mercy Specialty Clinics, Pulmonary Medicine
35. Mercy Specialty Clinics, Thoracic & Vascular Surgery
36. Mercy Specialty Clinics, Urology
37. Occupational Health

**OMNIBUS ACTION BY WRITTEN CONSENT
IN LIEU OF A MEETING OF THE ENTITIES LISTED ON ANNEX A**

August 6, 2023

The undersigned, being all of the members of the boards of directors (in each case, a “Board” and collectively, the “Boards”) and the corporate members (in each case, a “Controlling Entity” and collectively, the “Controlling Entities”) of each of the entities listed on Annex A (each a “Company,” and collectively, the “Companies”), hereby consent, in accordance with the organizational documents of each Company and applicable state laws, to the following actions and adopt the following resolutions (these “Resolutions”) with respect to each Company in lieu of a meeting effective as of the date hereof:

Chapter 11 Filing

WHEREAS, each Board and Controlling Entity, along with their legal and financial advisors, has considered the liquidity, financial, and operational condition, including capital resources, and sources and uses of cash, of each Company and its subsidiaries and affiliates and its current lending arrangements in respect to meeting such Company’s short-term liquidity needs;

WHEREAS, each Board and Controlling Entity has reviewed the historical performance and results of each Company, the market in which each Company operates, its current, short-term, and long-term future liquidity needs, its business prospects, and its current and long-term liabilities;

WHEREAS, each Board and Controlling Entity has considered and evaluated other lending arrangements and sources of liquidity in meeting each Company’s short-term liquidity needs;

WHEREAS, each Board and Controlling Entity has reviewed the materials presented by each Company’s financial, operative, legal, and other advisors and has engaged in numerous and extensive discussions (including, without limitation, with its management and such advisors) regarding, and have had the opportunity to fully consider, such Company’s financial condition, including its capital resources and uses of cash, liabilities, and liquidity position, the strategic alternatives available to it, the impact of the foregoing on such Company’s business and operations, and the advisability of entering into restructuring arrangements;

WHEREAS, each Board and Controlling Entity has had the opportunity to consult with the financial and legal advisors of the Companies and fully consider each of the strategic alternatives available to the Companies;

WHEREAS, each Board and Controlling Entity has determined that taking the actions set forth below are advisable and in the best interests of each Company to preserve and protect its ordinary course of business and therefore, each Board and Controlling Entity recommends the adoption of the following resolutions:

NOW, THEREFORE, BE IT RESOLVED that in the business judgment of each Board and Controlling Entity, it is desirable and in the best interests of each Company and its respective creditors and other parties-in-interest that each Company shall be, and hereby is, authorized to file, or cause to be filed, a voluntary petition for relief (each, a "Chapter 11 Case" and collectively, the "Chapter 11 Cases") under the provisions of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") commencing the Chapter 11 Case in the United States Bankruptcy Court for the Northern District of Iowa (the "Bankruptcy Court");

BE IT FURTHER RESOLVED that Mark Toney on behalf of each Company and each manager, member, officer, or director of each Company on behalf of such person's Company (collectively with Mark Toney, the "Authorized Persons"), in each case, acting singly or jointly, be, and each of them hereby is, authorized, empowered, and directed to execute and file, or cause to be filed, with the Bankruptcy Court, for such Authorized Person's Company, all petitions, schedules, lists, motions, applications, pleadings, and any other necessary papers or documents, including any amendments thereto, and to take any and all action and perform any and all further deeds that they deem necessary or proper to obtain chapter 11 bankruptcy relief, including but not limited to motions to obtain the use of cash collateral and provide adequate protection therefor, or in connection with the Chapter 11 Case of such Company, with a view to the successful prosecution of such Chapter 11 Case, including the negotiation of such additional agreements, modifications, supplements, reports, documents, instruments, applications, notes, or certificates that may be required and/or the payment of all fees, consent payments, taxes, and other expenses as any such Authorized Person, in their sole discretion, may approve or deem necessary, appropriate, or desirable in order to carry out the intent and accomplish the purposes of the resolutions herein and the transactions contemplated thereby;

BE IT FURTHER RESOLVED that all acts and deeds previously performed by any of the officers of the Companies prior to the adoption of the foregoing recitals and resolutions that are within the authority conferred by the foregoing recitals and resolutions are hereby ratified, confirmed, and approved in all respects as the authorized acts and deeds of the Companies.

Retention of Professionals

WHEREAS, each Board and Controlling Entity has considered presentations by the financial and legal advisors of each Company regarding the retention of such financial and legal advisors by each Company;

NOW, THEREFORE, BE IT RESOLVED that each of the Authorized Persons of each Company be, and each of them hereby is, authorized, empowered and directed to employ the law firms of (i) McDermott Will & Emery LLP ("McDermott") and (ii) Nyemaster Goode, P.C. ("Nyemaster") as general bankruptcy co-counsel to represent and assist each Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance each Company's rights and obligations, including filing any motions, objections, replies, applications, or pleadings; and in connection therewith, each of the Authorized Persons, with power of delegation, is hereby authorized, empowered and directed to execute appropriate retention agreements, pay appropriate retainers and fees, and to cause to be filed an appropriate application for authority to retain the services of McDermott and Nyemaster;

BE IT FURTHER RESOLVED, that each of the Authorized Persons of each Company be, and hereby is, authorized, empowered and directed to employ ToneyKorf Partners, LLC (“ToneyKorf”) to provide interim management services to the Companies, to represent and assist each Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance each of each Company’s rights and obligations; and in connection therewith, each of the Authorized Persons, with power of delegation, is hereby authorized, empowered, and directed to execute appropriate retention agreements, pay appropriate retainers and fees, and to cause to be filed an appropriate application for authority to retain the services of ToneyKorf;

BE IT FURTHER RESOLVED, that each of the Authorized Persons of each Company be, and hereby is, authorized, empowered and directed to employ the firm of H2C Securities Inc. (“H2C”) as investment banker to represent and assist each Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance each Company’s rights and obligations; and in connection therewith, each of the Authorized Persons, with power of delegation, is hereby authorized, empowered, and directed to execute appropriate retention agreements, pay appropriate retainers and fees, and to cause to be filed an appropriate application for authority to retain the services of H2C;

BE IT FURTHER RESOLVED, that each of the Authorized Persons of each Company be, and hereby is, authorized, empowered and directed to employ the firm of Epiq Corporate Restructuring, LLC (“Epiq”) as notice and claims agent to represent and assist each Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance each Company’s rights and obligations; and in connection therewith, each of the Authorized Persons, with power of delegation, is hereby authorized, empowered, and directed to execute appropriate retention agreements, pay appropriate retainers and fees, and to cause to be filed appropriate applications for authority to retain the services of Epiq;

BE IT FURTHER RESOLVED, that each of the Authorized Persons of each Company be, and hereby is, authorized, empowered, and directed to employ any other professionals to assist each Company in carrying out its duties under the Bankruptcy Code; and in connection therewith, each of the Authorized Persons, with power of delegation, is hereby authorized, empowered and directed to execute appropriate retention agreements, pay appropriate retainers and fees, and to cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary, proper or convenient; and

BE IT FURTHER RESOLVED, that each of the Authorized Persons of each Company be, and hereby is, with the power of delegation, authorized, empowered, and directed to execute and file all petitions, schedules, motions, lists, applications, pleadings, and other papers, and, in connection therewith, to employ and retain all assistance by legal counsel, accountants, financial advisors, and other professionals and to take and perform any and all further acts and deeds that each of the Authorized Persons deem necessary, proper, or desirable in connection with each Company’s Chapter 11 Case, with a view to the successful prosecution of such case.

Appointment of Chief Restructuring Officer

WHEREAS, on March 28, 2023, the Board of Mercy Hospital, Iowa City, Iowa, appointed Mark Toney as the Chief Restructuring Officer (the “CRO”) pursuant to the terms of that certain engagement letter dated as of March 30, 2023, by and among Mercy Hospital, Iowa City, Iowa and ToneyKorf (the “Engagement Letter”); and

WHEREAS, each Board and Controlling Entity has determined that each Company determines that it is in the best interests of each Company to appoint Mark Toney as the CRO to, among other things, act on behalf of each Company and assist the Companies in their review, evaluation, and analysis of one or more ale and/or financing transactions.

NOW, THEREFORE, BE IT RESOLVED, that Mark Toney, be, and hereby is, appointed to serve as the CRO of the Companies in accordance with the terms and conditions of the Engagement Letter and shall exercise all rights and powers and to perform the duties of an officer of the Companies, including the rights and powers to bind the Companies and to, among other things, enter into an agreement or agreements to authorize the sale of property of the Companies.

Cash Collateral and Adequate Protection

WHEREAS, to facilitate each Company’s ongoing operations, each Board and Controlling Entity has determined that each Company will obtain benefits from the use of cash collateral, as that term is defined in section 363(a) of the Bankruptcy Code (the “Cash Collateral”), some of which may be security for certain prepetition secured bondholders (collectively, the “Bondholders”); and

WHEREAS, in order to use and obtain the benefits of the Cash Collateral, and in accordance with section 363 of the Bankruptcy Code, it is contemplated that each Company will provide certain liens, claims, and other adequate protection to the Bondholders, as documented in proposed interim and final orders (collectively, the “Cash Collateral Orders”) to be submitted for approval to the Bankruptcy Court;

NOW, THEREFORE, BE IT RESOLVED, that each of the Authorized Persons of each Company be, and hereby is, authorized, empowered, and directed to (i) grant security interests and liens in any real, personal, or other property belonging to or under the control of each Company as security for its use of Cash Collateral; and (ii) execute and deliver any and all security agreements, pledges, mortgages, deeds of trust, and other security instruments to effectuate the grant of such security interests and liens related to such Company’s use of Cash Collateral;

BE IT FURTHER RESOLVED, that each of the Authorized Persons of each Company be, and hereby is, authorized, empowered, and directed to file, or cause to be filed, any Uniform Commercial Code (the “UCC”) financing statements, any other equivalent filings, any intellectual property filings and recordation, and any necessary assignments for security or other

documents in the name of each Company that may be necessary or appropriate to perfect any lien or security interest granted under the Cash Collateral Orders;

BE IT FURTHER RESOLVED, that each of the Authorized Persons of each Company be, and hereby is, authorized, empowered, and directed to take all such further actions in connection with the foregoing resolutions that are, in their business judgment, necessary, desirable, proper, advisable, or reasonable to perform any of each Company's obligations under or in connection with the Cash Collateral Orders and the transactions contemplated therein.

Other Authorization and Ratification

BE IT FURTHER RESOLVED that the Authorized Persons of each Company be, and each of them hereby is, authorized, empowered, and directed, in the name of and on behalf of such Company, to take all actions with respect to the transactions contemplated by these Resolutions as such Authorized Person shall deem necessary, appropriate, or desirable in such Authorized Person's reasonable business judgment as may be necessary, appropriate, or desirable to effectuate the purposes of the transactions contemplated in these Resolutions;

BE IT FURTHER RESOLVED that the Authorized Persons of each Company be, and each of them hereby is, authorized, empowered, and directed, in the name and on behalf of such Company, to cause such Company to enter into, execute, deliver, certify, file, and/or record and perform such agreements, instruments, motions, affidavits, applications for approvals or ruling of governmental or regulatory authorities, certificates, or other documents, and to take such other action, as in the judgment of such person shall be or become necessary, proper, and desirable to prosecute to a successful completion the Chapter 11 Case, including, but not limited to, implementing the foregoing Resolutions and the transactions contemplated by these Resolutions;

BE IT FURTHER RESOLVED that the Authorized Persons of each Company be, and each of them hereby is, authorized, empowered, and directed, in the name and on behalf of such Company, to amend, supplement, or otherwise modify from time to time the terms of any documents, certificates, instruments, agreements, or other writings referred to in the foregoing Resolutions;

BE IT FURTHER RESOLVED that all acts, actions, and transactions relating to the matters contemplated by the foregoing Resolutions done in the name and on behalf of each Company, which acts would have been approved by the foregoing Resolutions except that such acts were taken before these Resolutions were certified, are hereby in all respects approved and ratified; and

BE IT FURTHER RESOLVED that, to the extent each Company serves as the sole member, managing member, general partner, or other governing body (each a "Controlling Company") of any other company (each a "Controlled Company"), each Authorized Person of such Controlling Company, any one of whom may act without the joinder of any other Authorized Person of such Controlling Company, be, and each of them hereby is, severally authorized, empowered, and directed in the name and on behalf of such Controlling Company (acting for such Controlled Company in the capacity set forth above, as applicable), to take all of

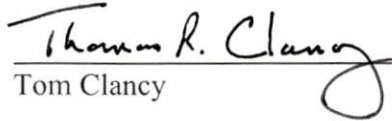
the actions on behalf of such Controlled Company that an Authorized Person of such Controlling Company is herein authorized to take on behalf of such Controlling Company.

The undersigned agree that this Omnibus Action by Written Consent in Lieu of a Meeting of the Boards and Controlling Entities shall be added to the corporate records of each Company and made a part thereof, and the undersigned further agree that the resolutions set forth hereinabove shall have the same force and effect as if adopted at a meeting duly noticed and held, pursuant to each Company's organizational documents and the applicable laws of the jurisdiction in which such Company is organized. Facsimile, scanned, or electronic signatures shall be acceptable as originals. This Omnibus Action by Written Consent in Lieu of a Meeting of the Boards and Controlling Entities may be signed in two or more counterparts, each of which shall be deemed an original, and all of which together shall be deemed one instrument.

[Signature pages follow]

IN WITNESS WHEREOF, the undersigned, being all of the members of the Board of Mercy Hospital, Iowa City, Iowa, has executed this Omnibus Action by Written Consent as of the date first set forth above.

**BOARD OF DIRECTORS OF MERCY
HOSPITAL, IOWA CITY, IOWA:**


Tom Clancy

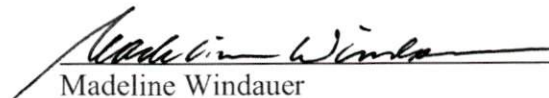
Mary Westbrook

Sr. Helen Marie Burns, RSM

Sr. Linda Bechen, RSM

Sister Rita Specht, RSM


Steve Anderson


Madeline Windauer


Chris Scott, MD

Peter Gardner


Lynn Whisler

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**BOARD OF DIRECTORS OF MERCY
HOSPITAL, IOWA CITY, IOWA:**

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Lynn Whisler

*[Signature Page to Omnibus Action by Written Consent of
Board of Directors of Mercy Hospital, Iowa City, Iowa.]*

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Madeline Windauer

Chris Scott, MD

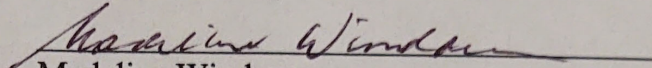


Peter Gardner

Lynn Whisler

IN WITNESS WHEREOF, the undersigned, being all of the members of the Board of the Mercy Services, Iowa City, Inc., has executed this Omnibus Action by Written Consent as of the date first set forth above.

BOARD OF DIRECTORS OF MERCY SERVICES, IOWA CITY, INC.:


Madeline Windauer

Jeff Halverson

Jan Finlayson

Jason Wagner

Renda Greene-Fishman

Mike Pugh

Tom Clancy

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BOARD OF DIRECTORS OF MERCY SERVICES, IOWA CITY, INC.:

Madeline Windauer



Jeff Halverson

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SERVICES, IOWA CITY, INC.:**

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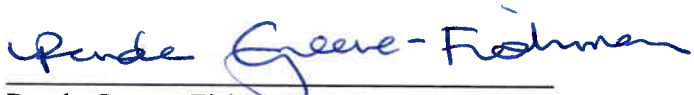
BOARD OF DIRECTORS OF MERCY SERVICES, IOWA CITY, INC.:

Madeline Windauer

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Madeline Windauer

Jeff Halverson

Jan Finlayson

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Mike Pugh

Tom Clancy

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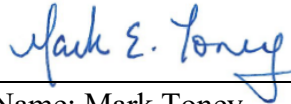
Renda Greene-Fishman

Mike Pugh

Thomas R. Clancy
Tom Clancy

IN WITNESS WHEREOF, the undersigned has executed this Omnibus Action by Written Consent as of the date first set forth above.

**MERCY HOSPITAL, IOWA CITY, IOWA, AS
SOLE MEMBER OF MERCY IOWA CITY
ACO, LLC:**



Name: Mark Toney
Title: Chief Restructuring Officer

**SOLE MANAGER OF MERCY IOWA CITY
ACO, LLC:**



Name: Jim Porter
Title: Manager

ANNEX A

1. Mercy Hospital, Iowa City, Iowa
2. Mercy Services, Iowa City, Inc.
3. Mercy Iowa City ACO, LLC

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF IOWA**

In re:

Chapter 11

MERCY HOSPITAL, IOWA CITY, IOWA, *et al.*,¹

Case No. 23-[] (TJC)

Debtors.

(Joint Administration Requested)

CONSOLIDATED CORPORATE OWNERSHIP STATEMENT

Pursuant to Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, Mercy Hospital, Iowa City, Iowa and certain of its affiliates and subsidiaries, as debtors and debtors-in-possession in the above-captioned chapter 11 cases (each, a “Debtor” and collectively, the “Debtors”), respectfully represent as follows with respect to the Debtors’ direct and indirect corporate ownership:

1. Non-Debtor Sisters of Mercy of the Americas, West Midwest Community, Inc. owns 100% of the equity interests in Debtor Mercy Hospital, Iowa City, Iowa, its direct subsidiary.
2. Debtor Mercy Hospital, Iowa City, Iowa owns 100% of the equity interests or membership interests, as applicable, in Debtor Mercy Services Iowa City, Inc. and Debtor Mercy Iowa City ACO, LLC, both of which are its direct subsidiaries.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number or business identification number, as applicable, are: Mercy Hospital, Iowa City, Iowa (0391), Mercy Services Iowa City, Inc. (1044), and Mercy Iowa City ACO, LLC (9472). The location of Mercy's corporate headquarters and the Debtors' service address is 500 E. Market Street, Iowa City, IA 52245.

Fill in this information to identify the case:

Debtor name: Mercy Services, Iowa City, Inc.

United States Bankruptcy Court for the: Northern District of Iowa

Case number (if known): _____

☐ Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: Consolidated List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 30 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 30 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim if the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	Allscripts Healthcare, LLC 305 Church at North Hills St Raleigh, NC, 27609-2666	Name: Douglas Gentile, Chief Medical Officer Email: d.gentile@allscripts.com Phone: 919-847-8102	Trade	Disputed			\$8,577,403.20
2	Medefis, Consolidated 2121 N. 117th Ave. Ste. 200 Omaha, NE 68164	Name: Shawn Osbahr, Division Director Email: shawno@medefis.com Phone: 402-651-6568 Name: Eric Christenson Email: ericc@medefis.com	Professional Services				\$5,505,029.60
3	Medirevv, Inc. 2600 University Pkwy Coralville, IA 52241	Name: Lincoln Popp, Chief Executive Officer, Acclara Email: contactus@medirevv.com; contact@acclara.com Phone: 888-665-6310	Trade				\$1,031,038.92
4	J&K PMS, Inc. 6737 Brentwood Stair Rd Ste 200 Fort Worth, TX 76112	Name: Warren Katz, President Email: kmitchek@p-m-s.com; wkatz@p-m-s.com Phone: 817-451-0015	Trade				\$846,616.25
5	Medical Record Associates LLC 103 Central St. Suite A Wellesley, MA 02482	Name: Charlie Saponaro, Chief Executive Officer Email: csaponaro@mrhais.com Phone: 617-698-4411 Name: Christy Matheson Email: cmatheson@mrhais.com	Trade				\$598,921.47
6	DePuy Synthes Joint Recon Inc. 1302 Wrights Lane East West Chester, PA 19380	Name: Stephen White, President Email: DePuySpine@dpyus.jnj.com; info@dpyus.jnj.com Phone: 800-227-6633	Trade				\$468,857.55
7	Owens and Minor, Inc. 9120 Lockwood Blvd Mechanicsville, VA, 23116-2015	Name: Edward A. Pesicka, President and Chief Executive Officer Email: GM-privacy@owens-minor.com. Phone: 804-723-7000	Trade				\$403,560.50
8	Wright Medical Technology Inc. 1023 Cherry Rd. Memphis TN 38117	Name: Robert Palmisano President CEO Email: uscuserservice@wright.com Phone: 901-867-9971	Trade				\$299,580.00
9	Iowa Heart Center 5880 University Avenue West Des Moines, IA 50266	Name: Rob Gavora, Division Vice President & Chief Administrative Officer Email: Phone: 515-633-3600	Professional Services				\$268,250.00
10	Smith and Nephew, Inc. 7135 Goodlett Farms Parkway	Name: Adriana Davies, Vice President Email: Adriana.Davies@smith-nephew.com Phone: 901-396-2121 Email: secretary@smith-nephew.com	Trade				\$235,260.17
11	Zimmer US, Inc. 345 E. Main St. Warsaw, IN 46580	Name: Sean O'Hara Email: sean.ohara@zimmerbiomet.com; taylor.mccarthy@zimmerbiomet.com Phone: 800-348-9500 / 574-267-6131 Email: legal.americas@zimmerbiomet.com	Trade				\$226,863.19

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim if the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
12	Barton Associates Inc. 300 Jubilee Drive Peabody, MA 01960	Name: Phone: 855-955-5339 Email:	Professional Services				\$191,819.64
13	Quest Diagnostics 500 Plaza Dr Ste G Secaucus, NJ 07094-3656	Name: James E. Davis, Chief Executive Officer, President and Chairman Email: Phone: 866-697-8378 / 805-443-7472	Trade				\$186,448.84
14	Intuitive Surgical, Inc. 950 Kifer Rd. Sunnyvale, CA 94086	Name: Gary S. Guthart, Ph.D Chief Executive Officer Email: investor.relations@intusurg.com Phone: 800-876-1310	Trade				\$179,627.95
15	Revology 201 E. Washington St. Unit 1302 Iowa City, IA 52245	Name: Dan Krzmarzick Email: dan.krzmarzick@revologyhealth.com	Trade				\$134,294.44
16	Iowa Hospital Association 100 E. Grand Ave. Ste 100 Des Moines, IA 50309	Name: Chris Mitchell, Chief Executive Officer Randall RubinCFO Email: rrubin@mercydesmoines.org Phone: 515-288-1955	Trade				\$101,706.00
17	Medico-Mart Inc. 2323 Corporate Dr. Waukesha, WI 53189	Name: Gerald Walsh, President, Teddy Walsh, Controller Email: twalsh@medicomart.com Phone: 262-446-2323	Trade				\$94,209.89
18	Johnson & Johnson Health Care Systems Inc. 4500 Riverside Drive Palm Beach Gardens, FL 33410	Name: Joaquin Duato, Chief Executive Officer; Evan Berez, Director Email: bpatel6@its.jnj.com; eberez1@its.jnj.com Phone: 732-562-3000	Trade				\$94,169.69
19	Olympus America, Inc. 3500 Corporate Parkway PO Box 610 Center Valley, PA 18034	Name: Stefan Kaufmann, Chief Executive Officer Email: jennifer.bannan@olympus.com Phone: 484-896-5000; 419-733-7075 Name : Jeremy Pitz Email : jeremy.pitz@olympus.com	Trade				\$92,653.41
20	Progressive Rehabilitation 1130 Scott Blvd Suite 1 Iowa City, IA 52240	Name : Colleen Benhart Email : Phone :	Professional Services				\$77,797.74
21	Huntington Technology Finance 2285 Franklin Rd. Bloomfield Hills, MI 48302	Name : Mary Hurt Email :mary.hurt@huntington.com Phone : 216-870-2994	Lease				75,728.38
22	MidAmerican Energy Services, LLC 666 Grande Avenue Des Moines, IA 50309	Name: Email: Phone:	Utilities				\$75,504.46
23	Gallagher Benefit Services, Inc. 2850 Golf Road Rolling Meadows, IL 60008	Name: Jackie Morrow Email: Jackie_morrow@ajg.com Phone: 734-972-2578	Benefits				\$71,253.48
24	IdeaCom 30 W. Water St. St. Paul, MN 55107	Name: John Anderson-President Email: canderson@idea-ma.com Phone: 800-433-6208; 651-292-0102	Trade				\$69,871.18
25	Medtronic USA 8200 Coral Sea Street NE Mounds View, MN 55112	Name: Kimberly Calderon, CEO Email: eridania.esther.calderon@medtronic.com Phone: 800-677-3394 / 763-514-4000 Name: Michael B. Keeley Email: michael.b.keeley@medtronic.com	Trade				\$65,061.85

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim if the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
26	AAA Mechanical Contractors, Inc. 2755 Stoner Court North Liberty, IA 52317	Name: Jay Hall Email: Phone: 319-351-1843	Trade				\$62,514.76
27	Biomerieux Inc. One Boston Place, 201 Washington St. Suite 4030 Boston, MA 02108	Name: Check Mate, CEO; Brian Armstrong Email: contact.nordic@biomerieux.com Phone: 919-620-2000; 800-634-7656 Email: us.servicecontracts@biomerieux.com	Trade				\$62,090.80
28	Healogics Wound Care & Hyperbaric Services, LLC 5220 Belfort Rd. #130 Jacksonville, FL 32256	Name: Frank Williams, Chief Executive Officer Email: franks.william@healogics.com; keith.koford@healogics.com Phone: 800-379-9774 Name: Julie Adam, RN Email: Julie.Adam@healogics.com	Trade				\$59,633.56
29	Hayes Locums 6700 N. Andrews Ave. Suite 600 Fort Lauderdale, FL 33309	Name: John Hayes, Chief Executive Officer Email: AccountingInquiries@hayeslocums.com; QA@hayeslocums.com Phone: 888-837-3172	Professional Services				\$59,562.00
30	BlueSky 5600 S. Quebec St. Greenwood Village, CO 80111	Name: Tim Teague, CEO and President Email: tteague@blueskymss.com Phone: 615-349-1985	Trade				\$52,390.00

Fill in this information to identify the case and this filing:

Debtor Name Mercy Services Iowa City, Inc.
United States Bankruptcy Court for the: Northern District of Iowa
(State)
Case number (If known): _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)
- ☐ Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- ☐ Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- ☐ Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- ☐ Schedule H: Codebtors (Official Form 206H)
- ☐ Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☒ Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- ☒ Other document that requires a declaration Consolidated Corporate Ownership Statement

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 08/07/2023
MM / DD / YYYY

x Mark E. Toney
Signature of individual signing on behalf of debtor

Mark E. Toney
Printed name
Chief Restructuring Officer
Position or relationship to debtor